

## **EXHIBIT F**

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 <TYPE>10KSB  
 <SEQUENCE>1  
 <FILENAME>v040791\_10ksb.txt  
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SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM 10-KSB

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE  
 SECURITIES EXCHANGE ACT OF 1934

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
 SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2005

Commission file number 000-33415

CYBERLUX CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA

91-2048178

(State or other jurisdiction of  
 incorporation or organization)

(I.R.S. Employer  
 Identification No.)

4625 CREEKSTONE DRIVE, SUITE 100  
 RESEARCH TRIANGLE PARK  
 DURHAM, NORTH CAROLINA

27703

(Address of principal executive offices)

(zip code)

Issuer's Telephone Number: (919) 474-9700

Securities registered under Section 12(b) of the Exchange Act:  
 None

Securities registered under Section 12(g) of the Exchange Act:  
 Common Stock, \$.001 par value  
 (Title if Class)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-B is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to Form 10-KSB.

Yes ☐ No ☒ Delinquent filers are disclosed herein.

Total revenues for Fiscal Year 2005 were \$54,523.

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The aggregate market value of the Common Stock held by non-affiliates (as affiliates are defined in Rule 12b-2 of the Exchange Act) of the registrant, computed by reference to the average of the high and low price on March 31, 2006, was \$5,341,292.78.

As of March 31, 2006 there were 85,428,735 shares of issuer's common stock outstanding.

Transitional Small Business Disclosure Format (check one): Yes \_\_\_ No ☒

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CYBERLUX CORPORATION  
 ANNUAL REPORT ON FORM 10-KSB

Notes payable (Note D)	351,418	
Derivative liability relating to convertible debentures (Note D)	6,809,449	
Warrant liability relating to convertible debentures (Note E)	3,352,026	
	-----	----
Total long-term liabilities	10,512,893	
	-----	----
Total liabilities	12,862,786	
	-----	----
Commitments and contingencies		
Series A convertible preferred stock, \$0.001 par value, 200 shares designated; 59,8606 and 151.8606 shares issued and outstanding as of December 31, 2005 and 2004, respectively (Note F)	299,303	
	-----	----
DEFICIENCY IN STOCKHOLDERS' EQUITY (Note F)		
Series B convertible preferred stock, \$0.001 par value, 800,000 shares designated, 800,000 shares issued and outstanding as of December 31, 2005 and 2004	800	
Common stock, \$0.001 par value, 300,000,000 shares authorized, 75,608,334 and 23,770,233 shares issued and outstanding as of December 31, 2005 and 2004, respectively	75,607	
Additional paid-in capital	6,382,570	
Accumulated deficit	(18,691,941)	
	-----	----
Deficiency in stockholders' equity	(12,232,964)	
	-----	----
	\$ 929,124	\$
	=====	=====

&lt;/TABLE&gt;

The accompanying notes are an integral part of these financial statements

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CYBERLUX CORPORATION  
STATEMENTS OF OPERATIONS

&lt;TABLE&gt;

&lt;CAPTION&gt;

	Year ended December 2005	
	-----	-----
		(As res
<S>	<C>	<C>
REVENUES:		
Net sales	\$ 54,523	\$
Cost of goods sold	(235,767)	
	-----	-----
Gross (loss)	(181,245)	
	-----	-----
OPERATING EXPENSES:		
Depreciation and amortization	25,769	
Impairment loss (Note A)	30,544	
Research and development	499,618	
General and administrative expenses	2,355,830	
	-----	-----
Total operating expenses	2,911,761	
	-----	-----
(LOSS) FROM OPERATIONS:	(3,093,006)	
Other income (expense)		
Unrealized gain (loss) relating to adjustment of derivative and warrant liability to fair value of underlying securities (Note D and E)	(4,485,654)	
Interest income	349	
Interest expense	(1,623,781)	
Debt acquisition costs	(208,565)	
	-----	-----
Net income/(loss) before provision for income taxes and preferred dividend	(9,410,657)	
Preferred dividend-beneficial conversion discount on convertible preferred-		
Income taxes (benefit)	--	
	-----	-----
NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS	\$ (9,410,657)	\$
	=====	=====
Weighted average number of common shares outstanding, basic	54,490,102	

Weighted average number of common shares outstanding, fully diluted

211,355,239

Net income/(loss) per share - basic (Note J)

\$ (0.17)

Net income/(loss) per share - fully diluted (Note J)

\$ (0.17)

Preferred dividend

\$ 96,000

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The accompanying notes are an integral part of these financial statements

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CYBERLUX CORPORATION  
STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

<TABLE>

<CAPTION>

	Series B Convertible Preferred		Common Shares	Common Stock Amount	Additional Paid in Capital
	Shares	Stock Amount	Shares	Amount	
	<C>	<C>	<C>	<C>	<C>
<S> Balance as of January 1, 2004-As restated (Note N)	--	\$ --	8,049,141	\$ 8,049	\$ 1,174,096
Preferred stock, Class B, issued in January, 2004 as compensation for management fees at \$1.00 per share	800,000	800	--	--	799,200
Collected balance due from stock subscription	--	--	--	--	--
Common stock issued in January, 2004 in exchange for services rendered at \$0.37 per share	--	--	2,585,000	2,585	953,865
Common stock issued in January, 2004 for settlement of debt at \$0.25 per share	--	--	110,764	111	27,580
Common stock issued in March, 2004 in exchange for services rendered at \$0.21 per share	--	--	1,200,000	1,200	250,800
Common stock cancelled with return of collateral deposit with factor	--	--	(450,000)	(450)	(89,550)
Sale of common stock in May, 2004 at \$0.10 per share	--	--	5,310,000	5,310	525,690
Common stock issued in May, 2004 for settlement of debt at \$0.10 per share	--	--	50,000	50	4,950
Common stock issued in June, 2004 in exchange for services rendered at \$0.08 per share	--	--	1,760,000	1,760	129,600
Common stock subscription received	--	--	--	--	--
Common stock issued in July, 2004 in exchange for services rendered at \$0.40 per share	--	--	100,000	100	39,900
Common stock issued in July, 2004 as payment of stock subscription	--	--	100,000	100	9,900
Common stock issued in July, 2004 in connection with conversion of preferred stock, Class A	--	--	200,000	200	19,800
Common stock issued in August, 2004 in connection with exercise of warrants at \$0.25 per share	--	--	701,000	701	174,549
Common stock issued September, 2004 in					